

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
AGT CRUNCH ACQUISITION LLC, et al., : Case No. 09-12889 (REG)
:
Debtors.¹ : Jointly Administered
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**SUPPLEMENTAL AFFIDAVIT OF SHMUEL VASSER IN FURTHER SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THEM
TO EMPLOY AND TO RETAIN DECHERT LLP AS BANKRUPTCY
AND RESTRUCTURING COUNSEL *NUNC PRO TUNC* TO THE PETITION DATE**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

SHMUEL VASSER, being duly sworn, deposes and says:

1. I am a partner at the law firm of Dechert LLP ("**Dechert**" or the "**Firm**") and practice in its offices located at 1095 Avenue of the Americas, New York, New York. I am of sound mind, and in all respects qualified to make this affidavit (the "**Supplemental Affidavit**"), which is a supplement to my first affidavit (the "**First Affidavit**"), submitted to the Court on May 13, 2009, in support of the Debtors' application (the "**Application**")² for the entry of an Order authorizing them to employ and retain Dechert as bankruptcy and restructuring counsel nunc pro tunc to the Petition Date.

¹ The Debtors in these cases are: AGT Crunch Acquisition LLC, Sports & Fitness Ventures LLC, AGT Crunch Services LLC, Crunch CFI LLC, AGT Crunch Atlanta LLC, Crunch CFI Georgia, LLC, Crunch CFI Atlanta, LLC, AGT Crunch Chicago LLC, Crunch CFI GW, LLC, AGT Crunch Los Angeles LLC, AGT Union Street LLC, AGT Crunch Miami LLC, AGT Crunch New York LLC, Fort Greene Sports Club, LLC, Hauppauge Sports Club, LLC, Crunch CFI New York, LLC, Park Slope Sports Club, LLC, 113 4th Sports Club, LLC, AGT Crunch San Francisco LLC, Crunch CFI San Francisco, LLC, AGT Crunch Washington DC LLC, and The Silver Springs Sports Club, L.L.C.

² Capitalized terms not otherwise described herein shall have the meanings ascribed to them in the Application.

2. This Supplemental Affidavit is submitted in further support of the Application, pursuant to and in accordance with sections 327(a), 328(a), and 329(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York. Except as otherwise provided herein, I have personal knowledge of the facts set forth below.

3. After filing the Application and the First Affidavit, Dechert learned that Sovereign Bank was a successor in interest to certain equipment leases to which the Debtors are party thereto. In matters unrelated to these cases, Dechert has represented and currently represents Sovereign Bank and certain of its affiliates in connection with certain corporate, bankruptcy and restructuring, financial services, real estate, labor, and litigation matters.

4. Dechert has not, does not, and will not represent Sovereign Bank or any of its affiliates in any matter related to the Debtors, the Debtors' cases, or any matters on which Dechert is to be retained by the Debtors.

5. Based on the foregoing, I continue to believe that Dechert does not hold or represent any interest adverse to the Debtors, their estates, their creditors, or any other parties in interest. In addition, I believe that Dechert is disinterested and competent to represent the interests of the Debtors in all proceedings now pending or which may be reasonably expected in these cases.

/s/ Shmuel Vasser
Shmuel Vasser

SUBSCRIBED and sworn to
before me the undersigned
on this 20th day of May, 2009.

/s/ Michelle Moezzi
Notary Public
My Commission Expires: April 30, 2011